

**MLC GUC Trust 2011 and 2012 Expected Cost Analysis**

Analysis in support of request to liquidate shares

(\$ in thousands)

	2011 (Mar 1 - Dec 31)				2012 Full Year				
	Estimated 2011 Expense	Initial Budget	Unfav Variance to be funded	Fav Variance due to timing (carried to 2012)	Estimated 2012 Expense	Initial Budget	plus: Fav Variance from 2011 to be carried over to 2012	Original Budget plus: 2011 carry over	Unfav Variance to be funded
<b>1 Trust Monitor (FTI Consulting)</b>	579.0	625.0		46.0	1,648.5	360.0	46.0	406.0	1,242.5
<b>2 Trust Administrator (Wilmington Trust)</b>	945.0	1,184.9		239.9	2,520.0	1,146.0	239.9	1,386.0	1,134.0
Financial Reporting & Claims Resolution (AlixPartners)	8,755.8	7,359.0	1,396.9		7,918.2	2,245.2	0.0	2,245.2	5,673.0
Lead Counsel <sup>1</sup>	5,878.1	4,500.0	1,378.1		7,020.0	3,600.0	0.0	3,600.0	3,420.0
ADR Legal Counsel Fees & Expenses <sup>2</sup>	1,406.2	5,762.2		4,356.0	9,566.6	5,210.6	4,356.0	9,566.6	0.0
Nova Scotia Litigation <sup>3</sup>	1,286.5	1,900.0		613.5	3,400.0	100.0	613.5	713.5	2,686.5
Canadian Counsel (Stewart McKelvey )	14.7	125.0		110.3	160.3	50.0	110.3	160.3	0.0
Garden City Group	915.8	770.0	145.8		500.0	300.0	0.0	300.0	200.0
Trust Counsel (Gibson Dunn)	800.8	265.1	535.7		300.0	246.0	0.0	246.0	54.0
<b>3 Trust Professionals</b>	<b>19,057.9</b>	<b>20,681.2</b>	<b>3,456.5</b>	<b>5,079.8</b>	<b>28,865.1</b>	<b>11,751.8</b>	<b>5,079.8</b>	<b>16,831.6</b>	<b>12,033.5</b>
Accounting & Tax Advisors <sup>4</sup>	127.2	250.0		122.8	622.8	500.0	122.8	622.8	0.0
Rent and Facilities <sup>5</sup>	154.6	178.0		23.4	201.4	178.0	23.4	201.4	0.0
Insurance Expense	125.0	125.0	0.0		125.0	125.0	0.0	125.0	0.0
<b>4 Other Costs</b>	<b>406.8</b>	<b>553.0</b>	<b>0.0</b>	<b>146.2</b>	<b>949.2</b>	<b>803.0</b>	<b>146.2</b>	<b>949.2</b>	<b>0.0</b>
<b>5 Reserve for Tax on DIP Loan</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>		<b>6,000.0</b>	<b>6,000.0</b>	<b>0.0</b>	<b>6,000.0</b>	<b>0.0</b>
<b>Total</b>	<b>20,988.6</b>	<b>23,044.2</b>	<b>3,456.5</b>	<b>5,512.0</b>	<b>39,982.8</b>	<b>20,060.8</b>	<b>5,512.0</b>	<b>25,572.8</b>	<b>14,410.0</b>
<b>6 Total 2011 and 2012 estimated fees and expenses</b>									<b>60,971.5</b>

7 Amount funded by Initial Budget (43,105.0)

8 Total GUC Trust fees and expenses to be funded with proceeds from the sale of New GM securities 17,866.5

<sup>1</sup> Lead Counsel expenses include fees paid to and estimated for the following professionals:

Weil  
Dickstein

<sup>2</sup> ADR Legal Counsel Fees & Expenses include fees paid to and estimated for the following vendors and professionals:

Bernard, Cassisa, Elliott & David  
Borden Ladner Gervais LLP  
Bowman & Brook LLP  
Butler Snow  
Carddock Davis & Krause LLP  
D. McMurtry & Associates LLC  
Dykema  
Eckert Seamans Chernin & Mellot LLC  
Eldridge Cooper Steichen & Leach PLLC  
Epiq  
Hanson Bolkcom Group Ltd  
Hartline Davus Barger Dreyer  
Honigman Miller Schwartz Cohn LLP  
Jenner & Block LLP  
King & Spalding LLP  
Lathrop & Gage  
McKenna, Long & Aldridge  
O'Hagan Spencer LLP  
Prichard, Hawkins, McFarland & Young LLP  
Richard Layton & Finger  
Remberger, Kirk & Caldwell, P.A.  
Sedgwick, Detert, Morgan & Arnold LLP  
Tansey, Tracy & Convery  
The Rose Law Firm LLC  
Thorn Gershon Tymann  
Turner, Reid, Duncan, Loomer & Patton, P.C.  
Zausmer, Kaufman, August, Caldwell, & Taylor, P.C.

<sup>3</sup> Nova Scotia Litigation expenses include fees paid to and estimated for the following professionals:

Butzel Long  
Jenner & Block  
Dickstein Shapiro

<sup>4</sup> Accounting and Tax Advisor expenses include fees paid to and estimated for the following professionals:

Wilmington Trust (Investment Management Fee)  
Plante Moran (External Auditor)  
Rick Zablocki (Tax Advisor)

<sup>5</sup> Rent and Facilities expenses include fees paid to and estimated for the following professionals:

Wilmington Trust (Custody Fee)  
Computershare  
US Trustee Fee

<sup>6</sup> Fees and expenses to be paid from the proceeds of the stock sale will not be restricted by line items so that a surplus in one line item can be used to fund budget overages in another line item.

**MLC GUC Trust Reporting & Transfer 2011 and 2012 Expected Cost Analysis**

Analysis in support of request to liquidate shares

(\$ in thousands)

	Estimated 2011 Expense Mar 1 - Dec 31	Estimated 2012 Expense
<b>1 Trust Monitor (FTI Consulting)</b>	<b>0.0</b>	<b>787.5</b>
<b>2 Trust Administrator (Wilmington Trust)</b>	<b>0.0</b>	<b>2,152.5</b>
AlixPartners	1,942.1	816.3
Gibson Dunn	1,328.1	500.0
Watkins Meegan	20.6	279.4
Plante Moran	200.0	100.0
Crowell Moring	350.0	250.0
Kramer Levin	808.7	300.0
<b>3 Trust Professionals</b>	<b>4,649.5</b>	<b>2,245.7</b>
Insurance	535.0	13.0
Bowne Printing	30.0	30.0
Legal Reserve Fund	0.0	2,000.0
Other Reporting/Compliance Contingency <sup>1</sup>	0.0	1,354.7
<b>4 Other Costs and Reserves</b>	<b>565.0</b>	<b>3,397.7</b>
<b>5 Funding for Avoidance Action Reporting Costs</b>	<b>500.0</b>	<b>0.0</b>
<i>Total</i>	<i>5,714.5</i>	<i>8,583.4</i>

**6 Total 2011 and 2012 estimated fees and expenses** **14,298.0**

7 Amount to be funded by Initial Budget (5,649.3)

8 Total GUC Trust Reporting & Transfer fees and expenses to be funded with  
 proceeds from the sale of New GM securities 8,648.7

<sup>1</sup> Other Reporting/Compliance Contingency costs includes \$1.354MM in 2012 for additional reporting or compliance costs that may arise as a result of the finalization of the SEC no action letter or the Sarbanes Oxley risk assessment and corresponding gap analysis.

**MLC AAT Trust 2011 - 2014 Expected Cost Analysis**

Analysis in support of request to liquidate shares

(\$ in thousands)

	Estimated 2012 Expense	Estimated 2013 Expense	Estimated 2014 Expense
<b>1 Trust Monitor (FTI Consulting)</b>	<b>480.0</b>	<b>480.0</b>	<b>480.0</b>
<b>2 Trust Administrator (Wilmington Trust)</b>	<b>700.0</b>	<b>700.0</b>	<b>700.0</b>
Financial valuation (Ernst & Young/Frazier Deeter)	50.0	0.0	0.0
Legal valuation (Dickstein Shapiro)	150.0	0.0	0.0
Insurance	1,250.0	0.0	0.0
Tax Consultant (Grant Thornton)	400.0	200.0	400.0
Trust Counsel (Gibson Dunn)	100.0	25.0	25.0
Other <sup>1</sup>	400.0	325.0	2,825.0
<b>3 Total trust professional fees and expenses</b>	<b>2,350.0</b>	<b>550.0</b>	<b>3,250.0</b>
<b>4 Litigation expense (Dickstein Shapiro)</b>	<b>1,600.0</b>	<b>2,000.0</b>	<b>2,000.0</b>
<i>Total</i>	<i>5,130.0</i>	<i>3,730.0</i>	<i>6,430.0</i>

**5 Total 2011 - 2014 estimated fees and expenses** **15,290.0**

6 Amount to be funded by Initial Budget (1,576.0)

**8 Total AAT Trust fees and expenses to be funded with proceeds from the sale of New GM securities** **13,714.0**

<sup>1</sup> Other costs includes general contingencies of \$400k in 2012; \$325k in 2013; and \$325k plus a \$2.5MM reserve against a potential insurance deductible in 2014.